

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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ORDER UNDER 11 U.S.C. § 363(b) AND FED. R. BANKR. P. 6004
AUTHORIZING DELPHI MEDICAL SYSTEMS TEXAS
CORPORATION TO ENTER INTO AMENDMENT TO
MANUFACTURING AGREEMENT
TERMINATING SUPPLY OPERATIONS TO ITS SOLE CUSTOMER

("DELPHI MEDICAL SYSTEMS TEXAS CORPORATION ORDER")

Upon the motion, dated November 9, 2006 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (each, a "Debtor"), for an order (the "Order") under 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 authorizing, but not directing, Delphi Medical Systems Texas Corporation ("Delphi Medical Texas") to (a) enter into an Amendment to the Contract Manufacturing Agreement with Applera Corporation ("Applera"), pursuant to which Delphi Medical Texas will cease manufacturing products for Applera, its sole customer, and (b) close its facility located in Stafford, Texas (the "Houston Facility"); and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further

notice is necessary; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Delphi Medical Texas is authorized, but not directed, to enter into an Amendment to the Contract Manufacturing Agreement with Applera, pursuant to which Delphi Medical Texas will cease manufacturing products for Applera, its sole customer, and close its Houston Facility.
3. Delphi Medical Texas is authorized, but not directed, to execute and deliver, and perform under, consummate, and implement all additional instruments and documents as may be reasonably necessary or desirable to implement the activities described in the Motion.
4. To the extent that Delphi or an affiliate Debtor incurs expenses in effecting the relief provided by this Order in respect of the liability of Delphi Medical Texas, Delphi or such affiliated Debtor shall have an allowed claim under section 503 of the Bankruptcy Code against Delphi Medical Texas for the amount of such payment.
5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
December 18, 2006

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE